

Law Offices
of
TERRANCE P. McNAMARA, ESQ.

P98000072383

August 5, 1998

600002611926--7
-08/10/98--01088--007
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Fidelity Internet Holdings, Inc.

Dear Department of State:

Please find enclosed the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the filing fee.

Please file the original and return to me a copy of the same in the envelope enclosed. Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 AM 10:47



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 12, 1998

TERRANCE P. MCNAMARA, ESQ.
7116 GULF BOULEVARD SUITE E
ST. PETE BEACH, FL 33706

SUBJECT: FIDELITY INTERNET HOLDINGS, INC.
Ref. Number: W98000018360

We have received your document for FIDELITY INTERNET HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 498A00041965

ARTICLES OF INCORPORATION

OF

FIDELITY INTERNET HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 AM 10:47

ARTICLE I

Name

1.0. The name of the corporation is FIDELITY INTERNET HOLDINGS, INC. The corporation's principal office and mailing address is 7116 Gulf Blvd., Suite E, St. Pete Beach, FL 33706.

ARTICLE II

Duration

2.0. This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.0. This corporation is organized to conduct any and all lawful business.

ARTICLE IV

Capital Stock

4.0. This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

5.0. Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata

share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Agent and Office

6.0. The name of the initial registered agent of this corporation is Terrance P. McNamara, Esq., and the street address of the initial registered agent's office is 7116 Gulf Blvd., Suite E, St. Pete Beach, FL 33706.

ARTICLE VII

Initial Board of Directors

7.0. This corporation shall have two (2) directors initially.

7.1. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.2. The names and addresses of the initial directors of this corporation are:

Nicholas Gogas
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

Kevin P. Gillespie
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE VIII

Incorporator

8.0. The name and address of the person signing these Articles is:

Terrance P. McNamara, Esq.
7116 Gulf Blvd., Suite E
St. Pete Beach, FL 33706

ARTICLE IX

Indemnification

9.0. The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.0. This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5th day of AUGUST, 1998.

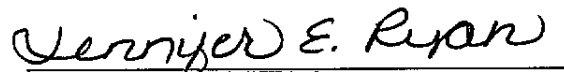


TERRANCE P. MCNAMARA, ESQ.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 5th day of August, 1998.



NOTARY PUBLIC

My Commission Expires:



JENNIFER E. RYAN
MY COMMISSION # CC406901 EXPIRES
September 14, 1998
BONDED THRU TRU FARM INSURANCE, INC.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for FIDELITY INTERNET HOLDINGS, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

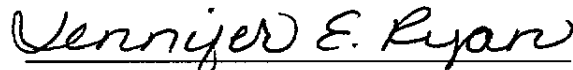


TERRANCE P. MCNAMARA, ESQ.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 5th day of August, 1998.



NOTARY PUBLIC

My Commission Expires:



JENNIFER E. RYAN
MY COMMISSION # CC406901 EXPIRES
September 14, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 AM 10:47